



26th March 2014

✓ The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Sri. S Srivathsan
President (Finance) &
Secretary
Wheels India Limited
21, Patullos Road
Chennai 600 002

The Corporate Relationship
Department of Corporate Services
Bombay Stock Exchange Ltd.
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

Re: Wheels India Limited – Rights Issue to public shareholders to comply with minimum public shareholding - Declaration in terms of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992

In terms of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992, we send herewith a declaration in respect of the change in the percentage of shareholding (13.51% to 11.08%) consequent upon reduction in the percentage of equity shareholdings of the promoters consequent upon allotment of 21,62,835 shares to public shareholders by way of rights issue by Wheels India Limited (which issue was not subscribed to by the Promoters and the members of the Promoters Group).

Kindly acknowledge receipt.

Thanking you,

Yours truly,
For Sundaram Finance Limited


P Viswanathan
Secretary & Compliance Officer

Encl: Form D

Sundaram Finance Limited

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

**Regulation 13(4) and 13(4A) - Details of change in shareholding or voting rights held by
~~Director or Officer or Promoter or Person who is part of Promoter Group~~
of a Listed Company (Wheels India Limited)**

PARTICULARS	DETAILS
Name, PAN & address of Promoter / Person who is part of Promoter Group / Director / Officer	Sundaram Finance Limited AAACS4944A 21, Patullos Road Chennai 600 002
No. and % of shares/ voting rights held by the Promoter / Person who is part of Promoter Group / Director / Officer	13,33,741 Equity Shares (13.51%)
Date of receipt of allotment advice ~~/ acquisition of / sale of shares / voting rights~~	Letter dated 25 th March 2014 of Wheels India Limited
Date of intimation to Company	25 th March 2014
Mode of acquisition ~~(market purchase/ public/rights/preferential offer etc.)~~ / sale	Though no shares were disposed off by the Promoters, there is a reduction in the percentage of equity shareholding of the Promoters and the members of the promoters group consequent upon the allotment of 21,62,835 shares to public shareholders by way of rights issue by Wheels India Ltd. and the Promoters/Promoters Group foregoing their rights entitlement for the purpose of increasing the 'public shareholding' to 25%.
No & % of shares / voting rights post acquisition/ sale	13,33,741 Equity Shares (11.08%)
Trading member through whom the trade was executed with SEBI and the Registration No. of the TM	Not Applicable
Exchange on which trade was executed	National Stock Exchange of India Limited
Buy quantity	Not Applicable
Buy value	Not Applicable
Sell quantity	Not Applicable
Sell Value	Not Applicable

For Sundaram Finance Limited


P Viswanathan
Secretary & Compliance Officer

Place: Chennai

Date: 26th March 2014



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Mumbai 400 001

Dear Sirs,

**Re: Wheels India Limited – Rights Issue to public shareholders to comply with
minimum public shareholding – Disclosure in terms of Regulation 29 (2)
of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,
2011**

Please find attached disclosure in terms of above Regulations.

Thanking you,

Yours truly
For Sundaram Finance Limited

P Viswanathan
Secretary & Compliance Officer

Encl: a/a

Sundaram Finance Limited

**Format of Disclosures under Regulation 29(2) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	M/s. Wheels India Limited		
Name of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Sundaram Finance Limited, Promoter Sri T T Srinivasaraghavan, Person Acting in Concert		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the stock exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited		
Details of acquisition / disposal as follows	Number	% w.r.t total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights Promoter: Sundaram Finance Limited PAC: Sri T T Srinivasaraghavan	13,33,741	13.51	N.A
	1,700	0.02	N.A
b) Voting rights (VR) otherwise than by equity shares	N.A	N.A	N.A
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
d) Total (a+b+c)	13,35,441	13.53	N.A
Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold	N.A	N.A	N.A
b) VRs acquired / sold otherwise than by shares	N.A	N.A	N.A
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
d) Total (a+b+c)	N.A	N.A	N.A
After the acquisition / sale, holding of :			
a) Shares carrying voting rights Promoter: Sundaram Finance Limited PAC: Sri T T Srinivasaraghavan	13,33,741	11.08	N.A
	1,700	0.01	N.A
b) VRs otherwise than by equity shares	N.A	N.A	N.A
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A	N.A	N.A
d) Total (a+b+c)	13,35,441	11.09	N.A



Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Consequent upon the Rights issue by the Company, to meet the minimum public shareholding requirements applicable to Wheels India Limited as stipulated by Securities & Exchange Board of India (SEBI), and the Promoters and Promoter Groups shareholding foregoing their rights entitlement in order to achieve the minimum public shareholding requirement in the Company, there is a reduction in the percentage of equity shareholdings consequent on allotment of 21,62,835 shares.
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Letter dated 25 th March 2014 of Wheels India Limited.
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs.9,86,94,440/- divided into 98,69,444 equity shares of Rs.10/- each
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs.12,03,22,790/- divided into 1,20,32,279 equity shares of Rs.10/- each
Total diluted share / voting capital of the TC after the said acquisition / sale	N.A

* diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

N.A – Not Applicable

For SUNDARAM FINANCE LIMITED



P Viswanathan
Secretary & Compliance Officer

Place: Chennai

Date: 26th March 2014

PS: Mr S Prasad and Mr S Ravindran, Independent Directors in Sundaram Finance Ltd (SFL), holding 1,600 and 224 equity shares respectively in Wheels India Limited are not Persons Acting in concert with SFL, since SFL and both Mr S Prasad and Mr S Ravindran do not have a common objective or purpose of acquisition of shares or voting rights in or exercising control over the Target Company namely Wheels India Limited.